

WARIMPEX

Corporate Governance Report

In accordance with the recommendation in the AFRAC opinion on corporate governance reports, the corporate governance report of the parent company and the consolidated corporate governance report are being merged into a single report.

• Commitment to the Code of Corporate Governance

Warimpex is committed to compliance with the Austrian Code of Corporate Governance (ACCG) as well as the Polish Best Practice for GPW Listed Companies 2021. The Management Board declares that it complies with both sets of guidelines to the best of its ability and published its corporate governance report at www.warimpex.com (Company/ESG). Deviations from individual corporate governance rules relate to the Company's structure and/or to Polish rules that are not complied with due to the Company's primary orientation towards the relevant Austrian regulations.

Austrian Code of Corporate Governance, as amended in January 2021

The Austrian Code of Corporate Governance (as amended in January 2021 and which was applied for financial year 2022, www.corporate-governance.at) contains rules that must be followed (L-Rules), rules that are not mandatory for the Company but for which justification must be provided in the event of non-compliance (C-Rules), and rules that are entirely optional for the Company. Failure to comply with them requires no justification (R-Rules). Overall, the Company's statutes and the internal terms of reference for the Management Board and the Supervisory Board comply with the L-Rules in full, and with all of the C-Rules except as explained below:

- The Company has neither outsourced its internal auditing functions nor set up a separate staff unit for internal auditing purposes, which would be required by Rule 18. The Company has no intention to make such changes at this time. The Management Board has judged that such measures would be disproportionately cost intensive, and the implementation of Rule 18 is not planned for the foreseeable future for cost reasons.
- The remuneration of the Management Board is made up of fixed and variable components. The amount of the variable remuneration is not linked to any non-financial criteria as defined in Rule 27. This is intended to ensure objectivity and transparency. For further disclosures and information regarding the remuneration paid to the individual Supervisory Board members and the individual members of the Management Board, please consult sections 9.3.2.3. and 9.3.2.4. in the notes to the consolidated financial statements. Additional information is available in the report on the remuneration policy and the annual remuneration report on Warimpex's website.
- According to Rule 62, an external evaluation of compliance with the C-Rules must take place regularly, in any case at least every three years. The results of this evaluation must be presented in the corporate governance report. An internal evaluation is completed on the basis of the External Evaluation of Compliance with the Austrian Code of Corporate Governance questionnaire, which is also used for external evaluations. No external evaluation is conducted for cost reasons.
- The financial auditor does not assess the effectiveness of the Company's risk management system in a separate report as defined in Rule 83. Such an external evaluation is not conducted for cost reasons, as in the course of auditing the financial statements, financial auditors also gain an understanding of the internal controls that are relevant for the audit.

Poland – Best Practice for GPW Listed Companies 2021

The Company has decided to comply with these Polish rules, with the following exceptions. The majority of the exceptions relate to Austrian law, to which the Company is subject.

- Rules 1.4.1–1.5: The Company voluntarily prepares a detailed consolidated non-financial report (sustainability report as part of the management report). This report includes a sustainability strategy. An equal pay index for employees is not published due to the significant differences in the employees' areas of responsibility and places of employment. The Company's sponsorship activities are not reported separately for each charity organisation due to the very low extent to which the Company engages in such activities.
- Rules 2.1–2.2: The Company does not have a binding diversity concept. Further information can be found in this report under the heading "Diversity concept – measures for promoting women".
- Rule 2.11.: Austrian law does not require an assessment by the Supervisory Board of the internal control, risk management, and compliance systems and other such systems. Austrian law requires that a Supervisory Board report be submitted to the annual general meeting; the contents of this report do not fully satisfy the Polish regulations.
- Rules 3.1 and 3.4–3.8: The Company has neither outsourced its internal auditing functions nor set up a separate staff unit for internal auditing purposes. The Company has no intention to make such changes at this time. The Management Board has judged that such measures would be disproportionately cost intensive, and the implementation of this is not planned for the foreseeable future for cost reasons.
- Rules 4.1, 4.3, and 4.5.: Webcasts of the Company's Annual General Meeting are not offered due to the high costs involved. The Company allows votes to be cast by authorised proxy, and this option is exercised by numerous Polish institutional investors. Annual General Meetings are conducted according to Austrian law.
- Rule 6.4: The Company's remuneration policy, which was prepared in accordance with Austrian stock corporation regulations and put to a vote by the Annual General Meeting, provides for meeting attendance fees for each meeting of the Supervisory Board or a committee. Annual fixed remuneration can also be established by way of a resolution of the Annual General Meeting.

SUMMARY OF THE BOARDS AND OFFICERS AND THE CORRESPONDING REMUNERATION

*Management
Board***Daniel Folian**

Deputy Chairman

Year of birth: 1980

First appointed: 1 January 2018

Appointed until 31 December 2027

Responsibilities:

finances and accounting,
investor relations,
and financial management**Franz Jurkowitsch**

Chairman of the Management Board

Year of birth: 1948

First appointed: 2 September 1986

Appointed until 31 December 2027

Responsibilities:

strategy and corporate
communications



Florian Petrowsky

Member of the Management Board

Year of birth: 1967

First appointed: 1 May 2014

Appointed until 30 April 2024

Responsibilities:

transaction management,
organisation, human resources,
and legal issues



Alexander Jurkowitsch

Member of the Management Board

Year of birth: 1973

First appointed: 31 July 2006

Appointed until 31 March 2024

Responsibilities:

planning, construction, IT,
and information management

Supervisory Board



Hubert Staszewski

Member of the Supervisory Board

Year of birth: 1972
 First appointed: 8 June 2016
 Current period of office ends
 in 2022 (37th AGM)

Thomas Aistleitner

Deputy Chairman of the
 Supervisory Board
 Chairman of the Audit Committee
 Member of the Project Committee
 Member of the Personnel Committee

Year of birth: 1953
 First appointed: 11 June 2012
 Current period of office ends in 2026
 (41st AGM)

Gina Goëss

Member of the Supervisory Board

Year of birth: 1956
 First appointed: 14 September 2021
 Current period of office ends
 in 2025 (40th AGM)

Günter Korp

Chairman of the Supervisory Board
 Deputy Chairman of the Audit
 Committee/financial expert
 Chairman of the Personnel Committee
 Deputy Chairman of the
 Project Committee

Year of birth: 1945
 First appointed: 16 October 2009
 Current period of office ends in 2026
 (41st AGM)



Harald Wengust

Member of the Supervisory Board
 Chairman of the Project Committee
 Member of the Audit Committee
 Deputy Chairman of the
 Personnel Committee

Year of birth: 1969

First appointed: 16 October 2009

Current period of office ends in
 2026 (41st AGM)

All members of the Supervisory Board are independent as defined by C-Rule 53 of the Austrian Code of Corporate Governance. The guidelines for independence are based on the guidelines published in Annex 1 to the Code.

A member of the Supervisory Board shall be deemed independent if said member does not have any business or personal relations with the Company or its Management Board that constitute a material conflict of interests and is therefore suited to influence the behaviour of the member.

The Supervisory Board shall also follow the guidelines below when defining the criteria for the assessment of the independence of a member of the Supervisory Board:

- The Supervisory Board member shall not have served as member of the Management Board or as a management-level staff member of the Company or one of its subsidiaries in the past five years.
- The Supervisory Board member shall not maintain or have maintained in the past year any business relations with the Company or one of its subsidiaries to an extent of significance for the member of the Supervisory Board. This shall also apply to relationships with companies in which a member of the Supervisory Board has a considerable economic interest, but not for exercising functions in the bodies of the Group.
- The approval of individual transactions by the Supervisory Board pursuant to L-Rule 48 does not automatically mean the person is qualified as not independent.
- The Supervisory Board member shall not have acted as auditor of the Company or have owned a share in the auditing company or have worked there as an employee in the past three years.
- The Supervisory Board member shall not be a member of the management board of another company in which a member of the Management Board of the Company is a supervisory board member.
- A Supervisory Board member may not remain on the Supervisory Board for more than 15 years. This shall not apply to Supervisory Board members who are shareholders with a direct investment in the Company or who represent the interests of such a shareholder.
- The Supervisory Board member shall not be a close relative (direct offspring, spouse, life partner, parent, uncle, aunt, sibling, niece, nephew) of a member of the Management Board or of persons who hold one of the positions described in the previous items.

A directors and officers liability insurance policy has been taken out.

Information about the procedures of the Management Board and Supervisory Board

The Management Board

The terms of reference for the Management Board govern the composition and procedures of the Board, collaboration between the Management Board and Supervisory Board, how conflicts of interest are to be handled, the reporting and disclosure obligations of the Board, and what decisions require the approval of the Supervisory Board (including the most important business transactions of the Company's material subsidiaries). The Management Board generally meets at least every two weeks to exchange information and decide on motions.

Working principles of the Supervisory Board

The Supervisory Board discusses the position and objectives of the Company and adopts motions to fulfil its duties, in particular the supervision and strategic assistance of the Management Board. In addition to the composition, procedures, working principles, and responsibilities of the Supervisory Board, the terms of reference for this Board also govern how conflicts of interest are to be handled and specify the Supervisory Board committees (Audit Committee, Personnel Committee, and Project Committee) and their responsibilities and powers. The Supervisory Board held five meetings during the reporting period. Please refer to the Supervisory Board report for information about the focuses of the activities of and the number of meetings of the individual committees during the financial year.

Meetings were also held between the Supervisory Board and Management Board to discuss issues of Company management. All members of the Supervisory Board took part in more than half of the meetings of this Board during the reporting period.

Committees

The Supervisory Board appoints an Audit Committee, a Project Committee, and a Personnel Committee from among its members. A separate strategy committee has not been formed because all such issues are handled by the Supervisory Board as a whole. The members of the committees are appointed for the duration of their tenure on the Supervisory Board. Each committee elects a chairman and a deputy chairman from among its members. Please refer to the information about the boards and officers of the Company for further details.

Diversity concept – measures for promoting women

There is currently one woman serving on the Supervisory Board of Warimpex. There are 5 women in management positions – including one woman who serves as an authorised officer (Prokuristin) and one woman who serves as a local managing director – which represents a share of 33 per cent.

There are currently no concrete measures for the promotion of women in managerial positions in place at the Company.

At this time, the Company does not have a binding diversity concept that stipulates the consideration of criteria such as age, gender, education, and professional background in the appointment of members of the Management Board and Supervisory Board. The Company does not want to limit itself in the selection of board members. Nevertheless, the Management Board and Supervisory Board are very diverse in terms of the age, educational and professional background, and nationality of the members.